

Hearing Date: June 20, 2019 at 10:00 a.m. (Eastern Time)
Objection Deadline: June 13, 2019 at 4:00 p.m. (Eastern Time)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
: **Chapter 11**
SEARS HOLDINGS CORPORATION, et al., :
: **Case No. 18-23538 (RDD)**
: **(Jointly Administered)**
Debtors.¹ :
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**FIRST NOTICE OF HEARING ON INTERIM
APPLICATIONS FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES ON JUNE 20, 2019 AT 10:00 A.M.**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that, the hearing is to be held before the Honorable Robert D. Drain, United States Bankruptcy Court, 300 Quarropas Street, White Plains, New York (the “**Bankruptcy Court**”) on **June 20, 2019 at 10:00 a.m. (Eastern Time)**. The following applications for interim allowance of compensation for services provided, and reimbursement of expenses incurred (collectively, the “**Fee Applications**”) shall be considered:

	Applicant	ECF No.	Period	Fees Requested	Expenses Requested
1.	McAndrews, Held and Malloy’s (IP-Related Services Provider for the Debtors)	3087	October 15, 2018 – February 28, 2019	\$628,967.84	\$18,288.92
2.	Wachtell, Lipton, Rosen & Katz (Special Counsel for the Debtors)	3185	October 15, 2018 – March 18, 2019	\$873,185.00	\$12,832.82
3.	Akin Gump Strauss Hauer & Feld LLP. (Counsel for the UCC)	3190	October 24, 2018 – February 28, 2019	\$20,309,841.00	\$1,325,684.75
4.	Young Conaway Stargatt & Taylor, LLP (Conflicts Counsel for the Debtors)	3191	October 15, 2018 – February 28, 2019	\$239,471.00	\$1,385.59
5.	Houlihan Lokey Capital, Inc. (Investment Banker for the UCC)	3194	October 29, 2018 – February 28, 2019	\$8,750,000.00	\$110,347.94
6.	FTI Consulting Inc. (Financial Advisor for the UCC)	3195	October 25, 2018 – February 28, 2019	\$7,460,918.25	\$38,344.76
7.	Prime Clerk LLC (Administrative Agent for the Debtors)	3196	October 15, 2018 – February 28, 2019	\$981.75	\$0.00
8.	Evercore Group L.L.C. (Investment Banker for the Debtors)	3204	October 15, 2018 – March 14, 2019	\$1,000,000.00	\$17,095.30
9.	Alvarez & Marsal North America, LLC (Financial Advisors for the Debtors)	3205	October 15, 2018 – February 28, 2019	\$3,959,349.50	\$25,674.97
10.	Stout Risius Ross, LLC (Real Estate Consultant and Advisor for the Debtors)	3206	November 21, 2018 – February 28, 2019	\$173,291.00	\$6,960.60
11.	Paul, Weiss, Rifkind, Wharton & Garrison LLP (Conflicts Counsel for the Debtors and Counsel for the Restructuring Subcommittee)	3207	October 15, 2018 – February 28, 2019	\$14,377,232.25	\$288,917.88
12.	Deloitte Transactions and Business Analytics LLP (Bankruptcy Advisor for the Debtors)	3213	November 1, 2018 – February 28, 2019	\$5,509,852.75	\$261,846.10
13.	Lazard Freres & Co. LLC (Investment Banker for the Debtors)	3217	October 15, 2018 – February 28, 2019	\$20,500,000.00	\$11,395.28
14.	Deloitte Tax LLP (Tax Services Provider for the Debtors)	3220	October 15, 2018 – February 28, 2019	\$3,263,507.00	\$70,248.94
15.	Deloitte & Touche LLP (Independent Auditor and Advisor for the Debtors)	3223	October 15, 2018 – February 28, 2019	\$2,324,770.50	\$47,154.66
16.	Weil, Gotshal & Manges LLP (Attorneys for the Debtors)	3224	October 15, 2018 – February 28, 2019	\$40,705,193.75	\$1,572,862.82

PLEASE TAKE FURTHER NOTICE that the Fee Applications have been electronically filed with the Clerk of the Bankruptcy Court and, as such, may be examined and inspected by contacting the respective applicants or by accessing the Court's website (<http://www.nysb.uscourts.gov>) or, without a fee, the website established by the Debtors' Court-approved claims agent, Prime Clerk, LLC, in connection with these chapter 11 cases (<https://restructuring.primeclerk.com/sears>).

PLEASE TAKE FURTHER NOTICE that any responses or objections ("**Objections**") to the Fee Applications shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, shall be filed with the Bankruptcy Court (a) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (b) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with General Order M-399 and the *Amended Order Implementing Certain Notice and Case Management Procedures*, dated November 1, 2018 (ECF No. 405), so as to be so filed and received no later than **June 13, 2019 at 4:00 p.m. (Eastern Time)** (the "**Objection Deadline**").

PLEASE TAKE FURTHER NOTICE that if no Objection to a Fee Application is received by the Objection Deadline, such Fee Application shall be deemed unopposed, and the Bankruptcy Court may enter an order granting such Application without a hearing.

Dated: May 20, 2019
New York, New York

/s/ Garrett Fail
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